

# State of Idaho

## Department of State

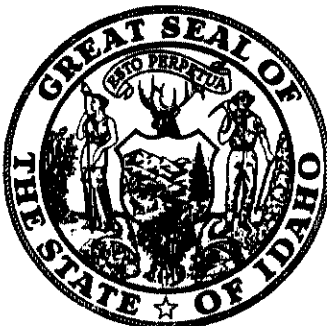
### CERTIFICATE OF INCORPORATION OF

WEST VALLEY ESTATES  
PROPERTY OWNER'S ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of WEST VALLEY ESTATES PROPERTY OWNER'S ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 22, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF INCORPORATION SEC. OF STATE

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WEST VALLEY ESTATES

Property Owner's Association, Inc.

The undersigned, acting as incorporators, in order to form a non-profit corporation for the purposes hereinafter stated, pursuant to Chapter 3, Title 30, of the Idaho Code entitled "Idaho Non-profit Corporation Act", do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation shall be West Valley Estates Property Owner's Association, Inc.

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTIALE III

This corporation shall be a non-profit membership corporation.

ARTICLE IV

The address of the Corporation's initial registered office shall be Route 2, Bos 1247, Driggs, Idaho 83422. The name of the Corporation's initial registered agent at such address is JOHN K. PEHRSON.

ARTICLE V

The names and address of the incorporators are:

Sandra K. Johnson  
P. O. Box 7629  
Jackson, Wyoming 83001

Austin R. Johnson  
P. O. Box 7629  
Jackson, Wyoming 83001

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## ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are: Sandra K. Johnson and Austin R. Johnson, all of which have the mailing address of P. O. Box 7629, Jackson, Wyoming 83001.

## ARTICLE VII

The nature of the business and the object and purpose of this corporation shall be as follows:

A. The transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and the Idaho Non-profit Corporation Act.

B. To form a corporation under Title 30, Chapter 3 of the Idaho Code, for the purpose of providing a Master Association to which all owners of lots located in West Valley Estates, Teton County, Idaho, shall belong for the purpose of maintaining and creating an environment that will provide maximum opportunity for the orderly use and development of West Valley Estates.

This corporation shall be the master association defined in the Declaration of Covenants, Conditions, and Restrictions for West Valley Estates, Teton County, Idaho (hereinafter referred to as the "Declaration"). The words and terms defined in the Declaration shall have the same meaning and definition herein as contained in the definitions section of the Declaration, which definitions are incorporated herein by reference.

C. To form the Association in which the rights, privileges, burdens, responsibilities and interest of all members shall be based upon the ownership of lots in West Valley Estates. This corporation shall have all powers incidental to a corporate structure except as its powers are restricted in the declaration.

D. To receive and accept and to be obligated to receive and accept from various parties grants of right, title and interest in association property and to assume the functions and obligations imposed upon the Association property as provided for under the Declaration. All Association property, both real and personal, received and accepted by the corporation shall be held for the benefit and use of the members of the Corporation.

E. The corporation shall have the power to levy regular or special assessments to fulfill the obligations and purposes set forth in these Articles of Incorporation and the Declaration.

#### ARTICLE VIII

No dividend shall be paid and no part of the income of the corporation shall be distributed to its members, directors, or officers. The corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and upon dissolution or final liquidation may make distributions to its members, as allowed pursuant to the terms of the Idaho Non-profit Corporation Act.

#### ARTICLE IX

A. The corporation shall not issue any capital stock, but shall issue membership certificates to each member hereof upon the terms and conditions hereinafter set forth. Each owner of a lot in West Valley Estates, by virtue of being such an owner and for so long as he is such an owner shall be deemed a member of the Master Association. The Association may issue membership certificates in addition to those issued to those parties owning lots in West Valley Estates, to persons owning additional lots in the vicinity of West Valley Estates, provided that a majority of the existing members of the Association at the time of issuance of said additional membership is requested consent to the issuance of said additional membership. The Master Association membership of each owner shall be appurtenant to a lot for which it is issued in West Valley Estates, or appurtenant to such additional lots as may be approved by a majority of the members of the Master Association in the manner above provided, and such membership shall not be transferred, pledged, or alienated in any way except upon the transfer of title to said lot, and then only to transferees of title to said lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said lot shall operate automatically to transfer said membership to the new owner thereof.

B. 1. Every member shall be entitled to one vote for each lot owned.

2. The vote for each such lot shall, if at all, be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner casts a vote representing a certain lot, it will thereafter be conclusively presumed for all purposes that he or they

were acting with the authority and consent of all other owners of the same lot.

3. The right to vote may not be severed or separated from the ownership of the lot to which it is appurtenant, except that any owner may give a revocable proxy, or may assign his right to vote for the term of a Lease or Deed of Trust, and any sale, transfer or conveyance of such lot to a new owner or owners shall operate automatically to transfer the appurtenant vote to the new owner, subject to any assignment of the right to vote to a lessee or beneficiary as provided herein.

#### ARTICLE X

Each member shall be liable for payment of all regular and special assessments provided for in the Declaration and for payment and discharge of the liabilities of the corporation as provided in the Declaration and By-Laws of the Corporation.

DATED this 12<sup>th</sup> day of February, 1993.

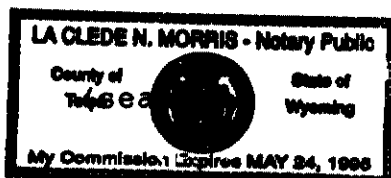
Sandra K. Johnson  
Sandra K. Johnson

Austin R. Johnson  
Austin R. Johnson

STATE OF Wyoming )  
COUNTY OF Teton ) ss.

On the 12<sup>th</sup> day of February, in the year of 1993, before me, the undersigned, a Notary Public, in and for the State of Wyoming, personally appeared Sandra K. Johnson and Austin R. Johnson, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



La Clede N. Morris  
Notary Public for Wyoming,  
Residing at: Jackson, Wyoming  
My Commission Expires: 5-24-95